

Cogent Communications of Tennessee, Inc.
(f/k/a Allied Riser of Tennessee, Inc.)
1015 31st St. NW
Washington, D.C. 20007

RECEIVED

*02 AUG 6 PM 1 46

TN REGULATORY AUTHORITY
DOCKET ROOM

July 29, 2002

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

DOCKET NO.

02-00844

Re: Name Change

Gentlemen:

Enclosed please papers relating to Cogent Communications of Tennessee, Inc. (f/k/a Allied Riser of Tennessee, Inc.) (the "Company"); copies of the name change from Allied Riser of Tennessee, Inc. to Cogent Communications of Tennessee, Inc. as filed with Secretary of State of Tennessee and the Secretary of State of Delaware have been enclosed for your file.

The Company has not yet engaged in operations.

In addition, please note for the file that the Company is no longer available at the Dallas address of record. Please reflect a new address for the Company as follows:

1015 31st St. NW
Washington, D.C. 20007
Attn: Ried Zulager

Sincerely,



Ried R. Zulager
Corporate Secretary

cc: Robert N. Beury, Jr., Esq.

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ALLIED RISER OF TENNESSEE, INC.", CHANGING ITS NAME FROM "ALLIED RISER OF TENNESSEE, INC." TO "COGENT COMMUNICATIONS OF TENNESSEE, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF FEBRUARY, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3095465 8100

020072623

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1596310

DATE: 02-05-02

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ALLIED RISER OF TENNESSEE, INC.
a Delaware corporation

ALLIED RISER OF TENNESSEE, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That, by unanimous written consent of the Board of Directors of the Corporation followed by written consent of the holders of all of the outstanding stock entitled to vote thereon, the following resolutions proposing and declaring advisable an amendment to the Certificate of Incorporation of the Corporation were adopted by the Board of Directors and the Stockholders of the Corporation:

RESOLVED, that the Board of Directors of the Corporation deems it advisable that the Certificate of Incorporation of the Corporation be amended so as to change the name of the Corporation, and for that purpose, to amend Article First thereof to read as follows:

FIRST: The name of the Corporation is COGENT COMMUNICATIONS OF TENNESSEE, INC."

and be it further

RESOLVED, that Article First of the Certificate of Incorporation of the Corporation be amended to read as aforesaid.

SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, ALLIED RISER OF TENNESSEE, INC. has caused this Certificate of Amendment to be executed by David Schaeffer, its President, this 31st day of January 2002 .

/S/ David Schaeffer
David Schaeffer, President

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 04/19/02
REQUEST NUMBER: 4483-2123
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 04/18/02 1205
EFFECTIVE DATE/TIME: 04/18/02 1630
CONTROL NUMBER: 0383302

TO:
CSC
1177 AVE OF THE AMER
17TH FLOOR
NEW YORK, NY 10036

RE:
COGENT COMMUNICATIONS OF TENNESSEE, INC.
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 04/19/02

FROM:
CSC/USC >1177 AVE OF AMERICAS 17TH FL.<
1177 AVE OF AMERICAS
17TH FLOOR
NEW YORK, NY 10036-0000

RECEIVED: FEES
\$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00003064728
ACCOUNT NUMBER: 00384170



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State

Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

FILED
APR 18 1 18 05
TENNESSEE

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is ALLIED RISER OF TENNESSEE, INC.
If different, the name under which the certificate of authority is to be obtained is COGENT COMMUNICATIONS OF TENNESSEE, INC

2. The state or country under whose law it is incorporated is DELAWARE

3. The date of its incorporation is SEPTEMBER 10, 1999 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is 1015 31 STREET N.W. SUITE 330
WASHINGTON D.C. 20007
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is _____
2908 POSTON AVENUE NASHVILLE TN 37203
Street City State/Country Zip Code
Registered agent CORPORATION SERVICE COMPANY

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
DAVID SCHAEFFER, PRESIDENT, 1015 31 STREET N.W., SUITE 330, WASHINGTON, D.C. 20007
DENISE SHEN, SECRETARY, 1015 31 STREET N.W., SUITE 330, WASHINGTON, D.C. 20007
THADDEUS WEED, TREASURER, 1015 31 STREET N.W., SUITE 330, WASHINGTON, D.C. 20007

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
DAVID SCHAEFFER, DIRECTOR, 1015 31 STREET N.W., SUITE 330, WASHINGTON, D.C. 20007

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____, _____ (date) _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is successfully filed in Tennessee.]

Signature Date

SECRETARY

Signer's Capacity

COGENT COMMUNICATIONS OF TENNESSEE, INC.
Name of Corporation

Signature

DENISE SHEN

Name (typed or printed)

4-11-02 12:11:24

Delaware

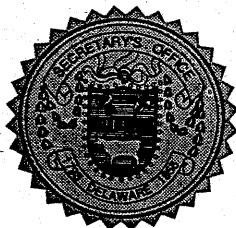
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COGENT COMMUNICATIONS OF TENNESSEE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3095465 8300

AUTHENTICATION: 1724976

020242734

DATE: 04-16-02